

ATTACHMENT 2

QUESTION 7: **Articles of Incorporation and Certificate of Authority to Transact
Business In Illinois.**



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

FEBRUARY 5, 2004

6335-515-1

CORP-LINK SERVICES, INC.
118 W EDWARDS ST STE 200
SPRINGFIELD, IL 62704

RE LOCAL TELECOM SYSTEMS, INC.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND THE AUTHORITY ACKNOWLEDGING REGISTRATION.

THIS DOCUMENT MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN ILLINOIS IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED, AS PROVIDED BY SECTION 1.10 OF THE BUSINESS CORPORATION ACT OF THIS STATE. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY YOURS,

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

JW:CD

Form **BCA-13.15**

(Rev. Jan. 2003)

Jesse White, Secretary of State
 Department of Business Services
 Springfield, IL 62756
 Telephone (217) 782-1834
 www.cyberdriveillinois.com

See Note 1 for payment
 instructions

APPLICATION FOR
 AUTHORITY TO
 TRANSACT BUSINESS
 IN ILLINOIS

This space for use by Secretary of State

FILED**FEB 05 2004**

JESSE WHITE
 SECRETARY OF STATE

COPY

6335-5157

SUBMIT IN DUPLICATE!

Date 2-5-04
 License Fee _____
 Franchise Tax 205.01
 Filing Fee 150.00
 Penalties _____
 (Note 1) 355.01
 Approved: B

1. (a) CORPORATE NAME: Local Telecom Systems, Inc.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Nevada(b) Date of Incorporation: February 19, 1969(c) Period of Duration: Perpetual

3. (a) Address of the principal office, wherever located:

3535 West Seventh Street, Suite 1Fort Worth, Texas 76107

(b) Address of principal office in Illinois:

(If none, so state)

None

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent: National Registered Agents, Inc.

Registered Office: 208 South LaSalle Street, Suite 1855

First Name
Number
Chicago, IL 60604

Middle Initial
Street
County of Cook

Last name
Suite # (A.P.O. Box alone
 is not acceptable.)

*City**ZIP Code**County*

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

Nevada

6. Name and addresses of officers and directors:

Name	No. & Street	City	State	ZIP
President William R. Miertschin	3535 West Seventh St., #1	Fort Worth	TX	76107
Secretary Katey Daniel	3535 West Seventh St., #1	Fort Worth	TX	76107
Director William R. Miertschin	3535 West Seventh St., #1	Fort Worth	TX	76107
Director Richard M. Hewitt	3535 West Seventh St., #1	Fort Worth	TX	76107
Director Katey Daniel	3535 West Seventh St., #1	Fort Worth	TX	76107

If more than 3, attach list

7. The purpose or purposes for which it was organized which it proposes to pursue in the transaction of business in this state: (If not sufficient space to cover this point, add one or more sheets of this size)

Telecommunications

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common		.0167	100,000,000	41,766,585

(If more, attach list)

9. Paid-in Capital: \$ 340,324.00
("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 40,257.00
(b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 0.00
(c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 404,288.00
(d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 178,524.00

11. Interrogatories: (Important - this section must be completed.) No

- (a) Is the corporation transacting business in this state at this time?
(b) If the answer to item 11(a) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this application to be signed by a duly authorized officer, who affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK.**)

Dated NOVEMBER 17, 2003
(Month & Day) (Year)
William R. Miertschin
(Any Authorized Officer's Signature)
William R. Miertschin, President
(Print Name and Title)

Local Telecom Systems, Inc.
(Exact Name of Corporation)

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

Note 1: Payment in connection with this application must be in the form of a certified check, cashier's check, Illinois attorney or CPA's check or money order made payable to the "Secretary of State". The minimum fees due upon qualification is \$100. Any additional fees will be billed.

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **LOCAL TELECOM SYSTEMS, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since February 19, 1969, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office, in
Carson City, Nevada, on November 7, 2003.



Dean Heller

DEAN HELLER
Secretary of State

By

Regina Wray
Certification Clerk

ARTICLES OF INCORPORATION
OF

INTERNATIONAL ROYALTY & FINANCE CO.

FILED AT THE REQUEST OF

NEVADA AGENCY AND TRUST COMPANY
Two Ryland Street
Reno, Nevada

February 19, 1969
(DATE)

John Koontz

JOHN KOONTZ, SECRETARY OF STATE

[Signature]
(BY) DEPUTY SECRETARY OF STATE

No. 404-69

FILING FEE \$ 100.00

CERTIFICATE OF INCORPORATION
OF
INTERNATIONAL ROYALTY & FINANCE CO.

FIRST. The name of this corporation is INTERNATIONAL ROYALTY & FINANCE CO.

SECOND. Its registered office in the State of Nevada is to be located at Nevada Agency & Trust Co., in the City of Reno, Nevada, and its registered agent is Nevada Agency & Trust Co., Two Ryland Sts, Reno, Nevada. This corporation is to have perpetual existence.

THIRD. The nature of the business and the objects and purposes to be transacted, promoted and carried on are to do any or all of the things herein mentioned as fully and to the same extent as natural persons might or could do, and in any part of the world, viz:

To engage in and carry on the petroleum business and the various branches thereof, including the prospecting and exploration for and production and exploitation of oil, gas and other hydrocarbons, the storage thereof, the transportation thereof by pipe line or in any other manner for itself or for hire, the purchase and sale of oil, gas and other hydrocarbons and their products and by-products, the refining, treating, processing, compounding and preparation thereof for market, and the marketing thereof; and also to engage in prospecting and exploring for and production and exploitation of any other minerals of any kind whatsoever, and to carry on the general business of mining and the various branches thereof.

To construct, purchase, lease, or otherwise acquire, and to own, hold, sell, convey, mortgage, pledge, lease, exchange and operate wells, mines, plants, refineries, warehouses, storage tanks, wharves, waterworks and reservoirs, flumes, pipe lines, pumping stations, terminals, buildings, ships, tugs, launches, barges and other vessels, airplanes, airports, tank cars, tractors, trailers, trucks and other vehicles, roads, railroads, locomotives, railroad cars, canals, telegraph and telephone lines, radio stations; to own or hold land, cattle, meat packing facilities, engage in ranching, farming, seed production, citrus production, real estate; to own or hold stocks, bonds, options and securities of other corporations; and other facilities necessary or useful in the conduct of any of its business or operations.

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Nevada.

FOURTH. The total number of shares of stock which this corporation is authorized to issue is Five Million (5,000,000) shares of the par value of Five Cents (\$.05) each, amounting to Two Hundred Fifty Thousand Dollars (\$250,000.00).

FIFTH. The name and mailing addresses of each of the incorporators and directors of this corporation is as follows:

NAME	MAILING ADDRESS
Dwain Knigge	Two Ryland Street RENO, NEVADA
<u>W. L. Ostermeyer</u>	<u>Two Ryland Street</u> <u>Reno, Nevada</u>
<u>F. E. Waldron</u>	<u>Two Ryland Street</u> <u>Reno, Nevada</u>

SIXTH. In furtherance and not in limitation of the powers conferred by the laws of the State of Nevada, the board of directors is expressly authorized:

To make, alter, amend and repeal the by-laws;

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to alter or abolish any such reserve; to authorize and cause to be executed mortgages and liens upon the property and franchises of this corporation;

To designate, by resolution passed by a majority of the whole board, one or more committees, each to consist of two or more directors, which committees, to the extent provided in such resolution or in the by-laws of the corporation, shall have and may exercise any or all of the powers of the board of directors in the management of the business and affairs of this corporation and have power to authorize the seal of this corporation to be affixed to all papers which may require it;

From time to time to determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of this corporation, or any of them other than the stock ledger, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account or book or document of the corporation, except as conferred by law or authorized by resolution of the directors or of the stockholders.

To sell, lease or exchange all of its property and assets, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of, any other corporation or corporations, when and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding.

This corporation may in its by-laws confer powers additional to the foregoing upon the directors, in addition to the powers and authorities expressly conferred upon them by law.

SEVENTH. If the by-laws so provide, the stockholders and directors shall have power to hold their meetings, to have an office or offices and to keep

the books of this corporation (subject to the provisions of the statute) outside of the State of Nevada at such places as may from time to time be designated by the by-laws or by resolution of the directors.

EIGHTH. This corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by law and all rights conferred on officers, directors and stockholders herein are granted subject to this resolution.

WE, THE UNDERSIGNED, being all of the incorporators, for the purpose of forming a corporation, in pursuance of an Act of the Legislature of the State of Nevada entitled Section 78.010, Nevada Revised Statutes,

do make and file this certificate of incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly hereunto have set our respective hands and seals this 17th day of February, A. D. 1969.

~~XXXXXXXXXXXX~~

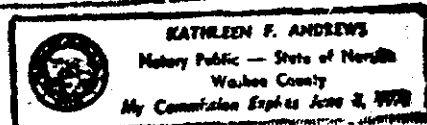
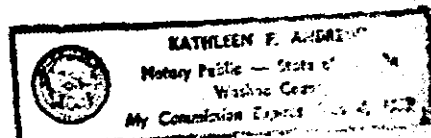
[Handwritten signatures: Dwain Knigge, W. L. Ostermeyer, F. E. Waldron]

STATE OF NEVADA,)
)ss.
COUNTY OF WASHOE.)

On the 17th day of February, 1969, before me, the undersigned, a Notary Public in and for the County of Washoe, State of Nevada, personally appeared DWAIN KNIGGE, W. L. OSTERMEYER and F. E. WALDRON, known to me to be the persons described in and who executed the foregoing instrument and who acknowledged to me that they executed the same freely and voluntarily and for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

[Handwritten signature: Kathleen F. Andrews]
Notary Public, in and for said
County and State.



**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION
OF**

INTERNATIONAL ROYALTY & FINANCE CO.

FILED AT THE REQUEST OF

**Mr. Randall L. Kressler
Brooks, Tarlton & Gilbert
705 Fort Worth National Bank Bldg.
Fort Worth, Texas 76102**

December 21, 1971
(DATE)

John Koontz

JOHN KOONTZ, SECRETARY OF STATE

[Signature]
(BY) DEPUTY SECRETARY OF STATE

NO. 404-69

FILING FEE \$ 20.00

FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

DEC 21 1971

JOHN KOONTZ - SECRETARY OF STATE

CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION
INTERNATIONAL ROYALTY & FINANCE CO.

John Koontz
No. 404-69

Pursuant to the provisions of Section 78.390 of the Laws of the State of Nevada relating to private corporations, the undersigned Corporation adopts the following articles of amendment to its Certificate of Incorporation which denies pre-emptive rights.

ARTICLE I

The name of the Corporation is International Royalty & Finance Co.

ARTICLE II

The following amendments to the original Certificate of Incorporation, changing the name of the Corporation and denying pre-emptive rights, were adopted by the shareholders of the Corporation:

(1) The Certificate of Incorporation is hereby amended so as to read as follows:

"FIRST. The name of this corporation is INTERNATIONAL ROYALTY & OIL CO."

(2) The Certificate of Incorporation is hereby amended by adding thereto a new Article Ninth, reading as follows:

"NINTH. No stockholder shall be entitled as a matter of right to subscribe for or receive additional shares of any class of stock of the Corporation, whether now or hereafter authorized, or any bonds, debentures or other securities convertible into stock, but such additional shares of stock or other securities convertible into stock may be issued or disposed of by the Board of Directors to such persons and on such terms as in its discretion it shall deem advisable."

ARTICLE III

The number of shares of the Corporation outstanding at the time of the adoption of such amendments, and the number of shares entitled to vote thereon was 1,370,370.

ARTICLE IV

The number of shares voted for such amendments was 1,000,000,
and the number of shares voted against such amendments was

INTERNATIONAL ROYALTY & FINANCE CO.

By

President

Secretary

THE STATE OF TEXAS)

COUNTY OF TARRANT)

I, Dolores Pate, a Notary Public, do hereby certify
that on this 14th day of DECEMBER, 1971, personally appeared before me
ROBERT KAMON, who declared he is President of the Corporation executing
the foregoing document, and being first duly sworn, acknowledged that he
signed the foregoing document in the capacity therein set forth and de-
clared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the
day and year before written.

DOLORES PATE, Notary Public
in and for TARRANT COUNTY, TEXAS

Dolores Pate
Notary Public in and for Tarrant
County, Texas

7-23-
2:4
7-24-
3

FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

CERTIFICATE OF AMENDMENT**JUL 24 1996****TO THE ARTICLES OF INCORPORATION OF****INTERNATIONAL ROYALTY & OIL CO.**No. C 404-69

Dean Heller
DEAN HELLER, SECRETARY OF STATE

Pursuant to the provisions of the Nevada Revised Statutes, **INTERNATIONAL ROYALTY & OIL CO.**, a Nevada corporation, adopts the following amendments to its Articles of Incorporation:

1. The undersigned hereby certify that on the 3rd day of April, 1996, a Meeting of the Board of Directors was duly held and convened at which there was present a quorum of the Board of Directors acting throughout all proceedings, and at which time the following resolution was duly adopted by the Board of Directors:

BE IT RESOLVED: That the Secretary of the corporation is hereby ordered and directed to obtain the written consent of stockholders owning at least a majority or the voting power of the outstanding stock of the corporation for the following purpose:

To amend Article One to provide that the Corporation's name be changed from International Royalty & Oil Co. to Signature Motorcars, Inc.

To amend Article Three to provide that the corporation shall have the authority to issue an aggregate of ONE HUNDRED MILLION (100,000,000) common shares, par value \$0.0167 per share, and ONE MILLION (1,000,000) preferred shares, par value \$0.10 per share, for a total capitalization of \$1,770,000.

2 Pursuant to the provisions of the Nevada Revised Statutes, on May 17, 1996 a majority of the stockholders holding 14,870,550 shares of the 23,442,830 shares outstanding of **INTERNATIONAL ROYALTY & OIL CO.** gave their written consent by voting 11,495,455 shares **FOR** the Amendment to Article One of the Articles of Incorporation as follows:

Article One. The name of the corporation is: Signature Motorcars, Inc.

Pursuant to the provisions of the Nevada Revised Statutes, on May 17, 1996 a majority of the stockholders holding 14,870,550 shares of the 23,442,830 shares outstanding of **INTERNATIONAL ROYALTY & OIL CO.** gave their written consent by voting 11,450,455 shares **FOR** the Amendment to Article Three of the Articles of Incorporation as follows:

Article Three. The number of shares which the Company is authorized to issue is One Hundred Million (100,000,000) shares with a par value of \$0.0167 per share. All of these shares are one class and are designated as Common Stock. The Company is also authorized to issue One Million (1,000,000) preferred shares at a par value of \$0.10 per share

IN WITNESS WHEREOF, the undersigned, being the President and Secretary of INTERNATIONAL ROYALTY & OIL CO., a Nevada corporation, hereunto affix their signatures this 10th day of July, 1996.

INTERNATIONAL ROYALTY & OIL CO.

By

William T. Zumwalt
William T. Zumwalt
President

By

Manoj K. Patel
Manoj K. Patel
Secretary

STATE OF

}

: ss.

COUNTY OF

}

On the 10th day of July, 1996, before me, the undersigned, a Notary Public, personally appeared William T. Zumwalt, President and Manoj K. Patel, Secretary of International Royalty & Oil Co., a Nevada corporation, known to me to be the persons described in and who executed the foregoing instrument, and who acknowledged to me that they executed the same freely and voluntarily and for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

Dwight K. David
NOTARY PUBLIC
Residing in Tulsa, Oklahoma

My Commission Expires:

August 30, 1997

FILED # C 404-69**ARTICLES OF MERGER**

MAR 27 2002

IN THE OFFICE OF

DEAN H. HILL, CLERK OF THE

Pursuant to the provisions of The General and Business Corporation Law of Nevada, the undersigned corporations certify the following:

1. That Local Telecom Systems, Inc. of Nevada and Signature Motorcars, Inc. of Nevada are hereby merged and that the above-named Signature Motorcars, Inc. is the surviving corporation.
2. That the Board of Directors of each of the above-named corporations met, and by resolution adopted by a majority vote of the members of such boards approved the Plan of Merger set forth in these Articles.
3. The Plan of Merger thereafter was submitted to a vote at a meeting of the shareholders of each of the above-named corporations, and at such meeting the following votes were recorded:

Corporation	Number of Shares Outstanding	Number Voting for Plan	Number Voting Against Plan
Signature Motorcars, Inc.	15,000,000	7,829,179	0
Local Telecom Systems, Inc.	1,000	1,000	0

4. The above-named surviving corporation also agrees that it may be served with process in this state, and appoints CorpAmerica as its agent to accept service of process in any proceeding based upon any cause of action against any such Nevada corporation arising in this state prior to the issuance of the certificate of merger. The address to which the service of process in any such proceeding shall be mailed is:

202 North Curry Street, Suite 100, Carson City, Nevada 89703

5. Following the merger the name of the surviving corporation was changed to Local Telecom Systems, Inc..

6. **PLAN OF MERGER**

- A. Signature Motorcars, Inc., now known as Local Telecom Systems, Inc., of 3535 West Seventh Street, Suite One, Fort Worth, Texas 76107 is the survivor.
- B. All of the property, rights, privileges, leases and patents of the Signature Motorcars, Inc. and Local Telecom Systems, Inc. are to be transferred to and become the property of Signature Motorcars, Inc., the survivor. The officers and board of directors of the above-named corporations are authorized to execute all deeds, assignments, and documents of every nature which may be need to effectuate a full and complete transfer of ownership.

- C. The officers and board of directors of Signature Motorcars, Inc. shall continue in office until their successors are duly elected and qualified under the provisions of the bylaws of the surviving corporation.
- D. The outstanding shares of Local Telecom Systems, Inc. shall be exchanged for shares of Signature Motorcars, Inc. on the following basis: 1 share of Local Telecom Systems, Inc. for each 38,710 shares of Signature Motorcars, Inc.

7. The Articles of Incorporation of the survivor are to be amended as follows:

The article to be amended, Article One of the *Articles of Incorporation*, states:
The name of the corporation is Signature Motorcars, Inc.

Article One is to be amended as follows:

The name of the corporation is Local Telecom Systems, Inc.

IN WITNESS WHEREOF, these Articles of Merger have been executed in duplicate by the aforementioned corporations as of the day and year hereafter acknowledged.

CORPORATE SEAL

SIGNATURE MOTORCARS, INC.

By William R. Mertschin
President

WILLIAM R. MERTSCHIN
Printed Name Date

ATTEST:

Victoria L. Lucas
Victoria L. Lucas, Secretary

CORPORATE SEAL

LOCAL TELECOM SYSTEMS, INC.

By William R. Mertschin
President

WILLIAM R. MERTSCHIN
Printed Name Date

ATTEST:

Tracey Norris
Tracey Norris, Secretary